

EXHIBIT 3
-
REDACTED VERSION OF
ECF NO. 256-6


EXHIBIT D

Competing Offer

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To: Dana White Jr[danawhitejr@ufc.com]; Lorenzo Fertitta[lfertitta@ufc.com]; John Mulkey[JohnMulkey@ufc.com]; Michael Mersch[mmersch@ufc.com]
From: Lawrence Epstein
Sent: Sat 2/15/2014 12:06:22 AM
Importance: Normal
Subject: Fwd: Notice of Offer to Gilbert Melendez
Received: Sat 2/15/2014 12:06:22 AM
Melendez Bellator offer sheet final.docx
ATT00001.htm

He it is. Problem with the offer is that bellator can't perform.

Ike Lawrence Epstein
Senior Executive Vice President and Chief Operating Officer
Zuffa, LLC dba Ultimate Fighting Championship(UFC)
2960 West Sahara Avenue
Las Vegas, Nevada 89102

Lepstein@ufc.com

Begin forwarded message:

From: "Nahra, Joe" <joe.nahra@caa.com>
Date: February 14, 2014 at 3:51:27 PM PST
To: "lepstein@ufc.com" <lepstein@ufc.com>
Cc: "mmersch@ufc.com" <mmersch@ufc.com>
Subject: Fwd: Notice of Offer to Gilbert Melendez

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: "Nahra, Joe"
Date: 02/14/2014 6:05 PM (GMT-05:00)
To: "Nahra, Joe"
Subject: Notice of Offer to Gilbert Melendez

This notice of offer ("Notice") is being sent to you pursuant to Article 24 of Gilbert Melendez' Exclusive Fighting Agreement ("Agreement") with Explosion Entertainment, LLC, fully executed on May 30, 2009, amended on February 3, 2011, assigned to Forza, LLC ("Forza") on or about March 10, 2011, and further assigned to Zuffa, LLC ("Zuffa") dba Ultimate Fighting Championship ("UFC") on or about January 15, 2013. All capitalized terms not defined herein shall have the meaning as set forth in the Agreement.

Pursuant to Article 24, Zuffa/UFC has the option within twenty-one (21) business days of receipt of an Offer to accept such Offer. If the Offer pursuant to this Notice is not accepted by Zuffa/UFC within the twenty-one (21) business day period, Gilbert Melendez may accept the Offer without modification. The identity of the entity making the Offer and the material terms and conditions of the Offer are attached as Exhibit A to this Notice.

Thank you for your attention to this matter and feel free to contact me should you have any questions regarding this Notice.

Joe Nahra
CAA SPORTS LLC
405 Lexington Avenue, 19th Floor
New York, NY 10174

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EXHIBITTerms of Offer from Bellator to Gilbert Melendez

- 10 bouts / 60 months
- Promoter can terminate contract if 2 consecutive losses, after a minimum of 3 bouts
- \$150,000 signing bonus
- First 175,000 PPV buys (in the case of a Main Event bout) or first 225,000 PPV buys (in the case of a non-Main Event bout) guaranteed for third and fourth PPV bouts (i.e., Fighter guaranteed \$75,000 each for third and fourth bouts)
- \$200,000 fixed purse per bout + \$100,000 appearance fee per bout
- \$25,000 fixed purse increase for each Championship bout win (“Championship Bonus”)
- If Fighter loses title, but then reclaims title, Fighter earns 50% of Championship Bonus he would have earned if he had not lost title
- Pay-per-view (“PPV”) bonus if bout is Main Event:
 - 100,000 to 175,000 buys: \$1.00 / buy (does not apply to first 2 bouts)
 - 175,000 to 250,000 buys: \$1.50 / buy
 - 250,000 to 325,000 buys: \$2.00 / buy
 - 325,000 to 400,000 buys: \$2.50 / buy
 - 400, 000 and up: \$3.00 / buy
- PPV bonus if bout is not Main Event:
 - 100,000 to 175,000 buys: \$0.50 / buy (does not apply to first 2 bouts)
 - 175,000 to 250,000 buys: \$0.75 / buy
 - 250,000 to 325,000 buys: \$1.00 / buy
 - 325,000 to 400,000 buys: \$1.25 / buy
 - 400, 000 and up: \$1.50 / buy
- Guarantee that at least 75% of bouts will be PPV
- Guarantee that at least 75% of PPV bouts will be Main Events
- First two bouts compensated as PPV Main Events, even if bouts may not be Main Events
- Broadcasting/color commentating up to 15 events per year, paid at: \$2,000 per event for on-air and/or online in year 1; \$3,500 per event for on-air and/or online in year 2; \$4,000 per event for on-air and/or online in year 3; and \$5,000 per event for on-air and/or online in years 4 and 5
- Fighter is allowed to keep his ESPN commentating deals
- \$25,000 for participation in a documentary project
- Fighter has right to wear logos of personal sponsors during bouts without any payment to Promoter from Fighter or sponsor.